

SCANNED

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SANDFORD WOODY, individually and on behalf
of all other persons similarly-situated,

Plaintiff,

v.

CVS CAREMARK CORPORATION, d/b/a/ CVS,
a Delaware Corporation

Defendant.

Case No.: 1:07-cv-08733-DAB

MOTION TO ADMIT COUNSEL
TRACEY T. BARBAREE
PRO HAC VICE

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York and on behalf of Defendant CVS Caremark Corporation¹, I, Aimee B. Florin, am a member in good standing of the bar of this Court, and hereby move for an Order allowing the admission *pro hac vice* of

Applicant's Name: Tracey T. Barbaree, Esq.
Firm Name: Ashe, Rafuse & Hill, LLP
Address: 1355 Peachtree Street, N.E., Suite 500
City/State/Zip: Atlanta, Georgia 30309-3232
Phone Number: (404) 253-6000
Fax Number: (404) 253-6060

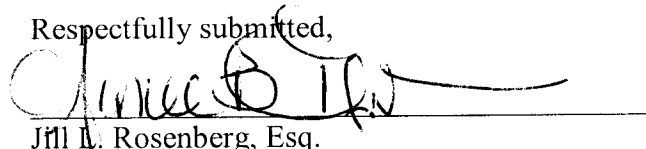
FILED
2007 NOV 19 PM 4:00
S.D. OF N.Y.

Tracey T. Barbaree is a member in good standing of the Bars of the States of Georgia and Texas.

There are no pending disciplinary proceedings against Tracey T. Barbaree in any State or Federal Court.

Dated: New York, New York
November 19, 2007

Respectfully submitted,



Jill L. Rosenberg, Esq.

Aimee B. Florin, Esq.

Heather A. Glatte, Esq.

Orrick, Herrington & Sutcliffe LLP

666 Fifth Avenue

New York, New York 10103-0001

Tel: 212-506-5000

Counsel for Defendant CVS Caremark Corporation

¹ CVS Caremark Corporation, not subject to this Court's personal jurisdiction, appears specially and without waiver of jurisdictional objections and defenses.

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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Plaintiff,

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CVS CAREMARK CORPORATION, d/b/a/ CVS,
a Delaware Corporation

Defendant.

Case No.: 1:07-cv-08733-DAB

**AFFIDAVIT OF
AIMEE B. FLORIN
IN SUPPORT OF MOTION
TO ADMIT COUNSEL
TRACEY T. BARBAREE
*PRO HAC VICE***

Aimee B. Florin, being duly sworn, hereby deposes and says as follows:

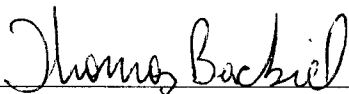
1. I am a Partner at Orrick, Herrington & Sutcliffe, LLP, local counsel for Defendant CVS Caremark Corporation¹ ("Defendant") in the above-captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of Defendant's motion to admit Tracey T. Barbaree as counsel *pro hac vice* to represent Defendant in this matter.
2. I am a member in good standing of the bar of the State of New York, and was admitted to practice law in 1996. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.
3. Tracey T. Barbaree serves as counsel to the Defendant and is familiar with the proceedings in this case.
4. Tracey T. Barbaree is a Partner at Ashe, Rafuse & Hill, LLP, in Atlanta, Georgia.
5. Ms. Barbaree is a skilled attorney and person of integrity. She is experienced in Federal practice and is familiar with the Federal Rules of Procedure.
6. Accordingly, I am pleased to move the admission of Tracey T. Barbaree, *pro hac vice*.
7. I respectfully submit a proposed order granting the admission of Tracey T. Barbaree, *pro hac vice*, which is attached hereto as Exhibit A.

¹ CVS Caremark Corporation, not subject to this Court's personal jurisdiction, appears specially and without waiver of jurisdictional objections and defenses.

WHEREFORE, it is respectfully requested that the motion to admit Tracey T. Barbaree, *pro hac vice*, to represent Defendant in the above-captioned matter, be granted.

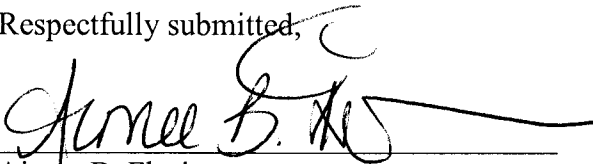
Dated: New York, New York
November 19, 2007

Sworn to before me this
19th day of November, 2007



Notary Public
THOMAS BACKIEL
Notary Public, State of New York
No. 01BA6083754
Qualified in Queens County
Commission Expires Nov. 25, 2010

Respectfully submitted,



Aimee B. Florin
Orrick, Herrington & Sutcliffe LLP
666 Fifth Avenue
New York, New York 10103
Tel: 212-506-5000
Fax: 212-506-5151

Counsel for Defendant CVS Caremark Corporation



STATE BAR OF GEORGIA

Lawyers Serving the Public and the Justice System

Ms. Tracey Tatum Barbaree
Ashe Rafuse & Hill LLP
1355 Peachtree Street, N.E., Suite 500
Atlanta, GA 30309-3232

CURRENT STATUS: Active Member-Good Standing

DATE OF ADMISSION TO PRACTICE: 11/16/1991

Attorney Bar Number: 036792

Today's Date: November 2, 2007

Listed below are the public disciplinary actions, if any, which have been taken against this member:

State Disciplinary Board Docket #	Supreme Court Docket #	Disposition
N/A	N/A	N/A

The prerequisites for practicing law in the State of Georgia are as follows:

- Must be certified by the Office of Bar Admissions, either by Exam, or on Motion (Reciprocity).
- Sworn in to the Superior Court in Georgia, which is the highest court needed for individuals to practice law in the State of Georgia.
- Enrolled with the State Bar of Georgia, which is an arm of the Supreme Court of Georgia.

Attorneys licensed in Georgia and whose membership is current are eligible to practice law in Superior Court. Attorneys may, upon application, apply for admission to the Supreme, District and State Court of Appeals.

Under the privacy/confidentiality provision of the Bar Rule 4-221(d), any complaint against a member resolved prior to the filing and docketing of a disciplinary case in the Supreme Court is not a matter of public record, and may not be revealed without a waiver from the member. It is the policy of the State Bar of Georgia to answer any inquiry about a member by disclosing only those complaints that have been docketed in the Supreme Court. With respect to matters that are currently pending as active, undocketed cases, when an inquiry is received, the State Bar of Georgia shall not disclose the existence of those complaints. Such non-disclosure should not be construed to confirm the existence of confidential complaints since the vast majority of members in good standing are not the subjects of such confidential complaints.

This member is currently in **"good standing"** as termed and defined by **State Bar Rule 1-204**. The member is current in license fees and is not suspended or disbarred as of the date of this letter.

STATE BAR OF GEORGIA

Official Representative of the State Bar of Georgia

HEADQUARTERS

104 Marietta Street, Suite 100
 Atlanta, Georgia 30303
 (404) 527-8700 ■ (800) 334-6865
 FAX (404) 527-8717
www.gabar.org

SOUTH GEORGIA

244 E. Second Street (Zip 31794)
 P.O. Box 1390
 Tifton, Georgia 31793-1390
 (229) 387-0446 ■ (800) 330-0446
 FAX (229) 382-7435

UNITED STATES OF AMERICA }
 } ss.
NORTHERN DISTRICT OF GEORGIA }

A circular, high-contrast black and white image of a mandala or a complex, symmetrical pattern, possibly a stylized face or a decorative emblem, centered on a white background. The pattern is highly detailed and symmetrical, with a central dark area surrounded by concentric rings of intricate, repeating motifs. The outer edge is jagged and spiky, resembling a crown or a sunburst. The overall effect is one of a complex, almost hypnotic design.

CERTIFICATE OF GOOD STANDING

UNITED STATES OF AMERICA

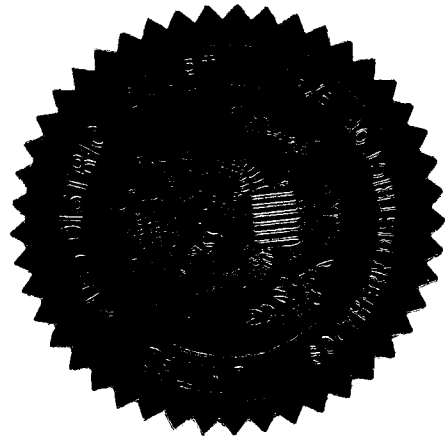
SOUTHERN DISTRICT OF TEXAS

§
§
§

I, MICHAEL N. MILBY, Clerk of the United States District Court for the
SOUTHERN DISTRICT OF TEXAS

DO HEREBY CERTIFY That **Tracey T. Barbaree**, Federal ID N0.623949, was duly
admitted to practice in said Court on **June 5, 2006** and is in good standing as a member of the bar of said
Court.

Dated November 6, 2007 at Houston, Texas.



MICHAEL N. MILBY, Clerk

By: Patricia Ann Williams

Patricia Ann Williams
Deputy Clerk

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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Plaintiff,

v.

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a Delaware Corporation

Defendant.

Case No.: 1:07-cv-08733-DAB

**AFFIDAVIT OF
SERVICE BY MAIL**

I, Deborah Chernoff, being duly sworn, deposes and says:

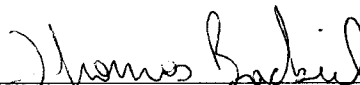
I am not a party to this action, am over 18 years of age, and reside in New York, New York. On November 19, 2007, I served a true and correct copy of Defendant's Motion to Admit Counsel Tracey T. Barbaree *Pro Hac Vice* by placing a true copy thereof in a properly addressed envelope, with first-class, postage pre-paid, and depositing said envelope in an official receptacle of the United States Postal Service within the State of New York, upon:

Fran L. Rudich, Esq.
Locks Law Firm PLLC
110 East 55th Street
New York, New York 10022

Jeffrey Michael Gottlieb, Esq.
Berger & Gottlieb
150 East 18th Street
New York, New York 10003


Deborah Chernoff

Sworn to before me this
19th day of November, 2007


Notary Public

THOMAS BACKIEL
Notary Public, State of New York
No. 01BA6083754
Qualified in Queens County
Commission Expires Nov. 25, 2010

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SOUTHERN DISTRICT OF NEW YORK**

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Defendant.

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**ORDER FOR ADMISSION
OF TRACEY T. BARBAREE
PRO HAC VICE
ON WRITTEN MOTION**

Upon the motion of Aimee B. Florin, attorney for Defendant CVS Caremark Corporation,¹ and
said sponsor attorney's affidavit in support;

IT IS HEREBY ORDERED that

Applicant's Name: Tracey T. Barbaree, Esq.
Firm Name: Ashe, Rafuse & Hill, LLP
Address: 1355 Peachtree Street, N.E., Suite 500
City/State/Zip: Atlanta, Georgia 30309-3232
Telephone/Fax: (404) 253-6000; (404) 253-6060
Email Address: traceybarbaree@asherafuse.com

is admitted to practice *pro hac vice* as counsel for CVS Caremark Corporation in the above-captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov. Counsel shall forward the *pro hac vice* fee to the Clerk of Court.

Dated: New York, New York
November __, 2007

Honorable Deborah A. Batts
United States District Judge

¹ The Court notes that CVS Caremark Corporation asserts that it is not subject to this Court's personal jurisdiction and that it appears specially and without waiver of jurisdictional objections and defenses.